

Form A

Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer

**WESTERN WORLD INSURANCE COMPANY
STRATFORD INSURANCE COMPANY
and
TUDOR INSURANCE COMPANY**
(collectively, the “**Domestic Insurers**”)

BY

AMERICAN INTERNATIONAL GROUP, INC.
(the “**Applicant**”)

Filed with the Insurance Department of the State of New Hampshire

Dated: February 20, 2018

Names, Titles, Addresses and Telephone Numbers of Individuals to Whom Notices
and Correspondence Concerning this Statement Should Be Addressed:

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OVERVIEW OF TRANSACTION AND REQUESTS FOR CONFIDENTIALITY

This Application (this “**Application**”) seeks the prior approval of the Commissioner of the New Hampshire Insurance Department (the “**Commissioner**”) pursuant to the requirements of Section 401-B:3 of the New Hampshire Insurance Code for the acquisition of control of the Domestic Insurers by the Applicant. As explained in more detail below, the Applicant will acquire control of the Domestic Insurers by virtue of an Agreement and Plan of Merger among the Applicant, Venus Holdings Limited, a Bermuda exempted company directly controlled by the Applicant (“**Merger Sub**”) and Validus Holdings, Ltd. (“**Validus**”), the ultimate parent of the Domestic Insurers, dated as of January 21, 2018 (the “**Merger Agreement**”). Pursuant to the Merger Agreement, Merger Sub will be merged with and into Validus in accordance with the Bermuda Companies Act (the “**Merger**”), with Validus surviving the Merger as a wholly owned subsidiary of the Applicant (the “**Surviving Company**”).

The Applicant hereby requests confidential treatment and nondisclosure of certain information identified by an asterisk in the index of Exhibits set forth in Item 12 herein and as described further below (the “**Confidential Information**”) upon grounds including, but not limited to, that the Confidential Information constitutes confidential and/or proprietary information and strategies that are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the Applicant and the Domestic Insurers. The Plan of Operation, including financial projections of the Domestic Insurers, set forth in **Exhibit D** hereto is not publicly available and could give advantage to the Applicant’s and Domestic Insurers’ competitors regarding their proposed operations and business plan. Confidentiality of the supplemental personal information in the biographical affidavits labeled at **Exhibit C-2** hereto is requested in order to protect the personal privacy and safety of the persons submitting these biographical affidavits. Public disclosure of the home addresses, home telephone numbers and social security numbers (or equivalent national identification numbers) would be an unwarranted invasion of personal privacy and would place these individuals in undue risk of identity or credit-related theft, harassment or kidnapping. All such information in the supplemental personal information pages to such biographical affidavits is being provided with the express understanding that the confidentiality of such information will be safeguarded and such individuals will be protected from any and all unwarranted invasions of personal privacy pursuant to all applicable provisions of law. The Form E Pre-Acquisition Notification Form, set forth in **Exhibit F**, contains competitively sensitive information that is not publicly available, and the confidentiality of which is expressly protected by RSA 401-B:3-a, III and 401-B:8.

The Confidential Information is being submitted under separate cover and is identified as confidential. The Applicant respectfully requests that such Confidential Information shall be deemed to be confidential and excepted from disclosure pursuant to provisions of applicable law, including, but not limited to, Section 91-A:5(IV) of the New Hampshire Freedom of Information Act, which exempts confidential, commercial or financial information, Section 401-B:8 of the New Hampshire Insurance Code which treats as confidential all information disclosed pursuant to RSA 401-B:3II(l) and (m) and 401-B:3-a, and any other applicable statutory or regulatory authority available to the Commissioner. The Applicant also requests that it be notified in

advance if any person requests access to the Confidential Information so that it has the opportunity to prevent or limit any disclosure.

ITEM 1. METHOD OF ACQUISITION

Name and Address of the Domestic Insurers

The names and addresses of the Domestic Insurers to which this Application relate are:

- (1) **Western World Insurance Company (“Western World”)**
NAIC Company Code: 13196
FEIN: 020266622
300 Kimball Drive Suite 500
Parsippany, NJ 07054
- (2) **Stratford Insurance Company (“Stratford”)**
NAIC Company Code: 40436
Employer’s ID Number: 020361360
300 Kimball Drive Suite 500
Parsippany, NJ 07054
- (3) **Tudor Insurance Company (“Tudor”)**
NAIC Company Code: 37982
Employer’s ID Number: 133018617
300 Kimball Drive Suite 500
Parsippany, NJ 07054

Ownership Structure of the Domestic Insurers

Validus is the ultimate controlling parent of the Domestic Insurers through the following ownership: Each of Stratford and Tudor is a direct, wholly owned subsidiary of Western World. Western World is a direct, wholly owned subsidiary of Western World Insurance Group, Inc. (“WWIG”). WWIG is a direct, wholly owned subsidiary of Validus Specialty, Inc. (“VSI”). VSI is a direct, wholly owned subsidiary of Validus Holdings (UK) Plc (“VHUK”). VHUK is a direct, wholly owned subsidiary of Validus Reinsurance, Ltd. (“Validus Re”). Validus Re is a direct, wholly owned subsidiary of Validus.

Validus was incorporated under the laws of Bermuda on October 19, 2005 and conducts its operations worldwide through four operating segments: Validus Re, AlphaCat, Talbot and Western World. Validus Re is a Bermuda-based reinsurance segment focused on short-tail lines of reinsurance including property catastrophe, property pro rata and property per risk, as well as marine and energy, and other specialty lines. AlphaCat is a Bermuda-based investment adviser, managing capital from third parties and Validus and its subsidiaries in insurance linked securities and other investments in the property catastrophe reinsurance space. Talbot is a specialty insurance segment operating within the Lloyd’s insurance market through Syndicate 1183. Western World is a specialty excess and surplus lines insurance segment operating within the U.S. commercial market.

Method of Acquisition of Control

Merger Agreement

Subject to the prior approval of the Commissioner and the satisfaction or waiver of the other conditions set forth in the Merger Agreement, the Applicant proposes to acquire control of the Domestic Insurers by merging Merger Sub with and into Validus, with the Surviving Company surviving as a wholly owned subsidiary of the Applicant and the Domestic Insurers becoming indirect, wholly-owned subsidiaries of the Applicant.

Pursuant to the Merger Agreement, at the effective time of the Merger (the “**Effective Time**”), each issued and outstanding common share, par value \$0.175 per share, of Validus, other than shares that are owned by Validus, the Applicant or any of their subsidiaries or that are subject to any Company Award (as defined in the Merger Agreement), will be converted into the right to receive \$68.00 in cash (the “**Merger Consideration**”). Each issued and outstanding series A preferred share, par value \$0.175 per share, of Validus, will remain issued and outstanding as a “Series A Preferred Share” of the Surviving Company and each series B preferred share, par value \$0.175 per share, of Validus, will remain issued and outstanding as a “Series B Preferred Share” of the Surviving Company, in each case as described further in the Merger Agreement.

At the Effective Time, a pro rata portion of each outstanding restricted share award, performance share award and restricted stock unit award of Validus will, subject to certain exceptions, vest based on the portion of the applicable vesting period elapsed through the Effective Time (with the number of performance shares vesting determined based on the target performance level), and, along with each director stock unit (if any), will be canceled and entitled to receive the Merger Consideration. Subject to certain exceptions, the remaining unvested portion of each such outstanding restricted share award, performance share award or restricted stock unit award will, at the Effective Time, be canceled, assumed by the Applicant and converted into an award of the Applicant’s restricted stock or restricted stock units (with the number of performance shares determined based on the target level). Such assumed and converted awards will remain subject to the service-vesting requirements and other terms as in effect immediately prior to the Effective Time (other than performance shares, which will be subject solely to service-vesting requirements and will no longer be subject to any further performance-based vesting requirements).

Each of the boards of directors of the Applicant and Validus has approved the Merger Agreement and the Merger. Validus’ board of directors has also approved an amendment to Validus’ bye-laws that would reduce the shareholder vote required to approve a merger with another company (including the Merger) from the affirmative vote of three-fourths of the votes cast at a general meeting of the shareholders to a simple majority (the “**Bye-Law Amendment**”), and recommended that Validus’ shareholders approve the Bye-Law Amendment at a special meeting of Validus’ shareholders to be called and held pursuant to the Merger Agreement to vote upon the approval and adoption of the Bye-Law Amendment, the Merger Agreement, a statutory merger agreement among the Applicant, Merger Sub and Validus in the form attached to the Merger Agreement (the “**Statutory Merger Agreement**”) and the Merger (the “**Company Shareholder Meeting**”). If the Bye-Law Amendment is approved by holders of a majority in voting power of the aggregate voting power of the common stock of Validus, then Validus must obtain approval of at least a majority of the votes cast at the Company Shareholder Meeting to approve and adopt the Merger Agreement, the Statutory Merger Agreement and the Merger; if

the Bye-Law Amendment is not approved by Validus' shareholders, then Validus must obtain approval of at least three-fourths of the votes cast at the Company Shareholder Meeting to approve and adopt the Merger Agreement, the Statutory Merger Agreement and the Merger (as applicable, the "**Validus Shareholder Approval**").

Each of the parties has made customary representations and warranties in the Merger Agreement and agreed to certain covenants and agreements. Validus has agreed, subject to certain exceptions, to conduct its business in all material respects in the ordinary course of business consistent with past practice between the date of the Merger Agreement and the consummation of the Merger and that Validus will not engage in certain kinds of transactions during such period. Validus also covenants (a) to cause a stockholder meeting to be held to obtain the Validus Shareholder Approval, (b) to not solicit, enter into discussions concerning, or provide confidential information in connection with, alternative transactions, subject to a customary exception that allows Validus under certain circumstances to provide information to and participate in discussions with third parties with respect to unsolicited alternative acquisition proposals that Validus' board of directors has determined in good faith, after consultation with its financial advisors and outside legal counsel, constitutes or would reasonably be expected to lead to a "superior proposal" and (c) subject to certain exceptions, that its board of directors will recommend that the stockholders of Validus vote in favor of the approval of the Merger Agreement. However, Validus' board of directors may, subject to certain procedural requirements set forth in the Merger Agreement, change its recommendation to Validus shareholders to approve the Merger in response to (i) a "superior proposal", if the board of directors of Validus has determined, after consultation with Validus' financial advisors and outside legal counsel, that failure to take such action would be inconsistent with the directors' fiduciary duties under applicable law or (ii) a material "intervening event" that first arises or becomes known to the board after the execution of the Merger Agreement and prior to receipt of the Validus Shareholder Approval, if the board of directors of Validus has determined in good faith, after consultation with Validus' outside legal counsel, that failure to take such action would be inconsistent with the directors' fiduciary duties under applicable law.

Consummation of the Merger is subject to customary closing conditions, including, among others, (A) the Validus Shareholder Approval having been obtained, (B) the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and receipt of certain regulatory approvals (the "**Required Approvals**"), including, among others, approval of the Commissioner, the Bermuda Monetary Authority, the Prudential Regulatory Authority, Lloyd's, the Texas Department of Insurance, the Swiss Financial Market Supervisory Authority and the Dubai Financial Services Authority, (C) the absence of any injunction, judgment or ruling of a governmental authority enjoining, restraining or otherwise prohibiting the Merger and (D) subject to specified materiality standards, the accuracy of the representations and warranties of, and performance of all covenants by, the parties as set forth in the Merger Agreement. In addition, the Applicant's and Merger Sub's obligation to consummate the Merger is conditioned on the receipt of the Required Approvals without the imposition of a Parent Burdensome Condition (as defined in the Merger Agreement).

The Merger Agreement also provides certain termination rights for both the Applicant and Validus, and further provides that, upon termination of the Merger Agreement, in certain

circumstances, Validus will be required to pay the Applicant a termination fee of \$162,000,000. Circumstances in which this termination fee is required to be paid include if the Merger Agreement is terminated by Validus because it enters into an alternative transaction agreement with respect to a “superior proposal” prior to the approval by Validus shareholders having been obtained, or by the Applicant as a result of Validus’ board of directors making an “adverse recommendation change” regarding its recommendation to Validus shareholders with respect to the Merger prior to the approval by Validus shareholders having been obtained.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

- (a) Name and address of the entity seeking to acquire control over the Domestic Insurers:

American International Group, Inc.

175 Water Street
New York, New York 10038

- (b) The Applicant, a publicly traded insurance holding company incorporated in the State of Delaware, is the direct acquiring person of Validus. The Applicant’s common stock trades on the New York Stock Exchange (NYSE: AIG) and on the Tokyo Stock Exchange (TYO: 8685). Founded in 1919, the Applicant is an insurance holding company that provides, through its subsidiaries, a wide range of property casualty insurance, life insurance, retirement products and other financial services to customers in more than 80 countries and jurisdictions. The Applicant’s diverse offerings include products and services that help businesses and individuals protect their assets, manage risks and provide for retirement security. As of December 31, 2017, AIG had total consolidated assets of approximately US\$500 billion, total shareholders’ equity of approximately US\$65 billion and approximately 49,800 employees. The Applicant’s common stock is registered under the U.S. Securities Exchange Act of 1934 and the Applicant files annual, quarterly and other reports with the U.S. Securities and Exchange Commission.

The Applicant’s U.S. general property and casualty insurance subsidiaries are multiple line companies writing substantially all lines of property and casualty insurance, with one or more of the companies licensed to write substantially all of these lines in all U.S. jurisdictions.

The Applicant’s principal property and casualty insurance companies in the United States are:

Lexington Insurance Company	State of Domicile: Delaware
	NAIC Company Code: 19437
AIG Assurance Company	State of Domicile: Illinois
	NAIC Company Code: 40258

AIG Property Casualty Company	State of Domicile: Pennsylvania NAIC Company Code: 19402
AIG Specialty Insurance Company	State of Domicile: Illinois NAIC Company Code: 26883
AIU Insurance Company	State of Domicile: New York NAIC Company Code: 19399
American Home Assurance Company	State of Domicile: New York NAIC Company Code: 19380
Commerce and Industry Insurance Company	State of Domicile: New York NAIC Company Code: 19410
Granite State Insurance Company	State of Domicile: Illinois NAIC Company Code: 23809
Illinois National Insurance Co.	State of Domicile: Illinois NAIC Company Code: 23817
The Insurance Company of the State of Pennsylvania	State of Domicile: Illinois NAIC Company Code: 19429
National Union Fire Insurance Company of Pittsburgh, Pa.	State of Domicile: Pennsylvania NAIC Company Code: 19445
New Hampshire Insurance Company	State of Domicile: Illinois NAIC Company Code: 23841
Blackboard Specialty Insurance Company (f/k/a Hamilton Specialty Insurance Company)	State of Domicile: Delaware NAIC Company Code: 13551
Blackboard Insurance Company (f/k/a Hamilton Insurance Company)	State of Domicile: Delaware NAIC Company Code: 26611
AIG Insurance Company – Puerto Rico	State of Domicile: Puerto Rico NAIC Company Code: 31674

The Applicant's principal life insurance companies in the United States are:

AGC Life Insurance Company	State of Domicile: Missouri NAIC Company Code: 97780
American General Life Insurance Company	State of Domicile: Texas NAIC Company Code: 60488
The United States Life Insurance Company in the City of New York	State of Domicile: New York NAIC Company Code: 70106
The Variable Annuity Life Insurance Company	State of Domicile: Texas NAIC Company Code: 70238

Additional information on the Applicant is contained in its Annual Report on Form 10-K for the period ending December 31, 2017 included as part of **Exhibit E-1**.

- (c) Attached hereto as **Exhibit B-1** is a chart of the Applicant's subsidiaries. The chart identifies the interrelationships between the Applicant and its affiliates prior to the Merger. The chart also indicates the percentage of voting securities of each such entity owned or controlled by the Applicant, and the NAIC number, if issued. Unless otherwise indicated on the chart, control of all persons is maintained by the ownership or control of voting securities. For each entity shown, the jurisdiction of domicile is identified.

Other than with respect to Human Condition Safety, Inc., a company in which the Applicant indirectly owns a 18.15% ownership interest and that commenced, on March 10, 2017, Chapter 11 bankruptcy proceedings in the U.S. Bankruptcy Court for the Southern District of New York, and excluding the voluntary winding down of businesses for purposes of general corporate reorganization that are unrelated to any insolvency proceedings, neither the Applicant, nor any entity identified on the chart, is involved in court proceedings seeking reorganization or liquidation.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

- (a) *Directors' and Executive Officers' Names and Business Addresses*

The names of each of the Applicant's directors and executive officers are set forth in **Exhibit C-1**. NAIC biographical affidavits for each such individual are being provided to the Commissioner under separate cover in a sealed envelope marked "Confidential" and the business address of each such individual is included in his or her biographical

affidavit.¹ To the best of the Applicant's knowledge, no shareholder owns 10% or more of its voting securities.

The Applicant will submit copies of the NAIC biographical affidavits included with this Application to an NAIC-approved third party background check service provider for verification of the information contained therein. Such verification service will report its findings directly to the Commissioner upon completion of the verification process as required by New Hampshire law.

(b) *Present Principal Business Activity, Occupation or Employment*

The present principal business activity, occupation or employment of the directors and executive officers of the Applicant named in **Exhibit C-1**, including positions and offices held and the name, principal business and address of any corporation or other organization in which such activity, occupation or employment is carried on, is included in their biographical affidavits.

(c) *Material Occupations, Positions, Offices or Employment*

The material occupations, positions, offices or employment of the directors and executive officers of the Applicant named in **Exhibit C-1** during the last five years, including the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on are included in their biographical affidavits. Except as set forth in their biographical affidavits, no such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency. The current status of any such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith, are stated in the biographical affidavits.

(d) *Criminal Proceedings*

To the best knowledge, information and belief of the Applicant, no director or executive officer of the Applicant named in **Exhibit C-1** has been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years. As described in Item 3(a), an independent background check for each such individual is being directly submitted to the Department by an approved vendor.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- (a) Nature, Source and Amount. On January 22, 2018, the date of the public announcement of the proposed Merger, the Merger Consideration was estimated to be approximately \$5.6 billion. The Applicant intends to fund the entire Merger

¹ Updated biographical affidavits will be submitted in a supplemental filing to replace those biographical affidavits that are greater than 1 year old.

Consideration with cash on hand. The Applicant is also evaluating financing alternatives as potential funding sources for a portion of the Merger Consideration and will provide to the Department information regarding any financing the Applicant decides to pursue. There is no financing condition to the Closing in the Merger Agreement.

- (b) Criteria. The nature and amount of the Merger Consideration were determined as a result of the Applicant's evaluation of Validus and the Domestic Insurers and arms' length private negotiations between the parties. The Applicant has been in the business of insurance and insurance company acquisitions for decades, and is familiar with the values of property and casualty insurance companies and acquisition analysis and trends both in the United States and globally. The amount of consideration was determined based on the consideration paid in other recent acquisitions of similar businesses, as well as the financial position and results of operation of the business to be acquired, including the past and present business operations, historical and potential earnings, financial condition, assets and liabilities and such other factors and information as the Applicant considered relevant under the circumstances.
- (c) No Loan is the Source of the Merger Consideration. The Applicant intends to fund the entire Merger Consideration with cash on hand. The Applicant is also evaluating financing alternatives as potential funding sources for a portion of the Merger Consideration and will provide to the Department information regarding any financing the Applicant decides to pursue.

ITEM 5. FUTURE PLANS OF INSURERS

Other than as described in this Application and the Plan of Operation for the Domestic Insurers, which is being provided to the Commissioner separately as **Exhibit D** to this Application, the Applicant does not have any specific plans to make a material change in the business plans or operations of the Domestic Insurers. The Applicant is currently reviewing the Domestic Insurers' business plan, the composition of their board and management and various other aspects of their operations. The Applicant will notify the Department of any material changes, which will be addressed in accordance with applicable regulatory requirements. Three-year financial projections of the Domestic Insurers are included as an annex to **Exhibit D**. In particular:

- (1) Extraordinary Dividends. The Applicant has no present plans or proposals to have the Domestic Insurers declare an extraordinary dividend or make other distributions.
- (2) Liquidation. The Applicant has no present plans or proposals to liquidate the Domestic Insurers.
- (3) Sale of Assets. The Applicant has no present plans or proposals to sell assets of the Domestic Insurers. Nonetheless, subject to accounting considerations, invested assets of one or more of the Domestic Insurers may be sold to better match the assets of the Domestic Insurers with the policyholder liabilities they

support, and to preserve principal and improve yield.

- (4) Merger. The Applicant has no present plans or proposals to merge or consolidate the Domestic Insurers with any person or persons. If such plans or proposals are developed, the appropriate regulatory approvals will be obtained.
- (5) Material Changes in Business Operations. Other than as described above, the Applicant has no present plans or proposals to materially change the business operations of the Domestic Insurers.
- (6) Material Changes in Corporate Structure or Management. The Applicant has no present plans or proposals to make any material changes in the existing corporate structure, management or the directors and officers of the Domestic Insurers following the Merger, except that the Applicant is contemplating the transfer of VSI such that it will be held directly by the Applicant, in which case the appropriate regulatory filing will be made.

As set forth in the Form E (Pre-acquisition Notification Form) attached as Exhibit F to this Form A, this acquisition of control of the Domestic Insurers by the Applicant will not substantially lessen competition in New Hampshire or tend to create a monopoly therein.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

Validus currently indirectly holds 100% of the outstanding voting securities of the Domestic Insurers. As described in Item 1, as a result of the proposed Merger, the Applicant will indirectly control all of the Domestic Insurers' voting securities through its direct ownership of Validus's voting securities.

Other than as contemplated by the Merger Agreement, none of the Applicant, any of its affiliates, or any person listed in Item 3 currently intends to acquire any voting securities issued by the Domestic Insurers or any of their controlling persons. The terms and conditions of the proposed Merger, and a statement of the method by which the fairness of the proposal was determined, are described in Items 1 and 4.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Other than as contemplated by the Merger Agreement, none of the Applicant, any of its affiliates, or any person listed in Item 3, owns any class of voting securities of Validus or the Domestic Insurers, nor do any such persons have the right to acquire legal, direct, indirect, or beneficial ownership of any voting securities of Validus or the Domestic Insurers, or securities which may be converted into voting securities.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE INSURERS

Other than as contemplated by the Merger Agreement, there are no contracts, arrangements or understandings with respect to any voting security of Validus and/or the Domestic Insurers in which the Applicant, its affiliates or any of the persons listed in

Item 3 are involved, including, but not limited to, any such contract, arrangement or understanding relating to the transfer of any of the voting securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

ITEM 9. RECENT ACQUISITION OF VOTING SECURITIES

During the twelve (12) calendar months preceding the filing of this Application, none of the Applicant, any of its affiliates or any of the persons listed in Item 3 has purchased any voting securities of the Domestic Insurers or any of their controlling persons.

ITEM 10. RECENT RECOMMENDATIONS TO ACQUIRE

To the best of the Applicant's knowledge, there have been no recommendations to purchase any voting security of Validus or the Domestic Insurers made by the Applicant, its affiliates or any person listed in Item 3, or by anyone based on interviews or at the suggestion of the Applicant, its affiliates or any person listed in Item 3, during the twelve (12) calendar months preceding the filing of this Application.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Except for the agreements with Perella Weinberg Partners LP and Citigroup Global Markets Inc., who acted as financial advisors in connection with the acquisition of Validus and the Domestic Insurers, no agreement, contract or understanding exists with any broker-dealer as to solicitation of voting securities of Validus or the Domestic Insurers for tender and no amount of fees, commissions, or other compensation have been paid by the Applicant to broker-dealers with regard thereto.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(1) Exhibits. The following Exhibits are attached to this Application:²

Exhibit A	Agreement and Plan of Merger by and among the Applicant, Venus Holdings Limited and Validus, dated as of January 21, 2018
Exhibit B-1	Organizational Chart Prior to the Acquisition
Exhibit B-2	Organizational Chart Immediately After the Acquisition
Exhibit C-1	List of Directors and Executive Officers of Applicant

² Applicant is requesting confidential treatment with respect to the information contained in the exhibits marked with an asterisk and will be filing such information under separate cover as part of the Confidential Supplement to this Application.

Exhibit C-2	Confidential NAIC Biographical Affidavits (submitted confidentially under separate cover)*
Exhibit D	Confidential Plan of Operation of the Domestic Insurers, including Three-Year Financial Projections for the Domestic Insurers (submitted confidentially under separate cover)*
Exhibit E-1	AIG Annual Reports on Form 10-K for the fiscal years ending December 31, 2017, 2016, 2015, 2014 and 2013
Exhibit E-2	AIG Annual Reports to Shareholders for the years 2015 to 2016
Exhibit F	Form E Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in this State or by a Domestic Insurer (submitted confidentially under separate cover)*

- (2) Financial Statements. The audited consolidated balance sheet and statement of income for the Applicant and its subsidiaries for the calendar years ending on December 31, 2013 through December 31, 2017 are included in the Applicant's 2013 to 2017 Annual Reports attached hereto as **Exhibit E-1**. Each respective Annual Report contains a certificate of the independent public accounting firm stating that the financial statements present fairly, in all material respects, the consolidated financial position of the Applicant and its subsidiaries, and the results of their operations are in conformity with generally accepted accounting principles.
- (3) Tender Offer, Agreements for Voting Securities. Other than as described in this Application, including the Plan of Operation, the Applicant is not aware of any tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the Domestic Insurers or Validus or any additional soliciting material, proposed employment, consultation, advisory, or management contracts concerning the Domestic Insurers, or any annual reports to the stockholders of the Domestic Insurers. Annual reports to the stockholders of the Applicant for 2015 and 2016 are attached hereto as **Exhibit E-2**. Validus will file with the United States Securities and Exchange Commission a proxy statement which will be filed supplementally with the Commissioner when available.

**ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK
MANAGEMENT**

The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.


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ITEM 14. SIGNATURE AND CERTIFICATION

Pursuant to the requirements of RSA 401-B:3, American International Group, Inc. has caused this application to be duly signed on its behalf in the City of New York, State of New York on the 20 day of February, 2018.

(SEAL) AMERICAN INTERNATIONAL GROUP, INC.

BY

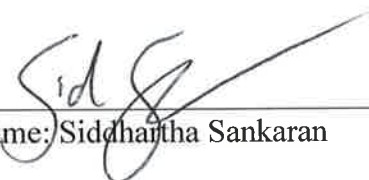

Name: Siddhartha Sankaran
Title: Executive Vice President and Chief
Financial Officer

Attest:



Name: Rose Marie Glazer
Title: Vice President, Corporate Secretary
and Deputy General Counsel

The undersigned deposes and says that he has duly executed the attached application dated February 20, 2018, for and on behalf of American International Group, Inc.; that he is the Executive Vice President and Chief Financial Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.


Name: Siddhartha Sankaran